

DACEY & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002037271--9
-12/24/96--01116--022
*****70.00 *****70.00

Dear Sir:

RE: MarkFirst, Inc.
Start date: January 1, 1997

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A certified copy is NOT requested.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

Judith E. Dacey, CPA

11018-112 Old St. Augustine Road

Jacksonville, FL 32257

Sincerely,

Judith E. Dacey, CPA

Enclosures

JD:js

EFFECTIVE DATE
1-1-97

FILED
96 DEC 23 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.**

96 DEC 23 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE
1-1-97

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

MARKFIRST, INC.

Start date: January 1, 1997

The principal office and mailing address is:

8640 Phillips Highway - #25

Jacksonville, FL 32256

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

8640 Phillips Highway - #25

Jacksonville, FL 32256

and the name of the initial registered agent is:

Gary A. Metz

ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 100 with a par value of \$1.00.

ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the position they hold is as follows:

Name: Gary A. Metz
Chairperson

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

Name: Betty LeVan Metz
Member

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

OFFICERS:

The initial officers of the corporation shall consist of two persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Gary A. Metz
President/Treasurer

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

Name: Betty LeVan Metz
Vice President/Secretary

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.

ARTICLES VII

INCORPORATOR:

The name and address of the incorporator is:

Name: Gary A. Metz

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the nineteenth day of December, 1996.

A handwritten signature in black ink, appearing to read 'Gary A. Metz', is written over a horizontal line.

Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.

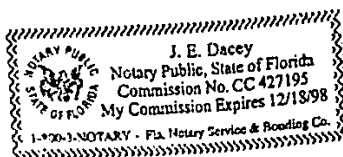
STATE OF FLORIDA

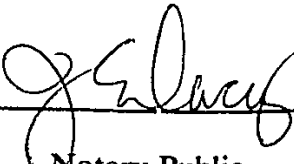
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Gary A. Metz.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this nineteenth day of
December, 1996.





Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: _____

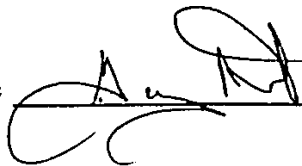
ARTICLES OF INCORPORATION
OF
MARKFIRST, INC.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That MarkFirst, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named Gary A. Metz, located at 8640 Philips Highway - #25, in the city of Jacksonville, state of Florida, 32256, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature _____



(Registered Agent)

(Incorporator & Corporate Officer)

Date _____

12-19-96

FILED
96 DEC 23 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA